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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

2011

For calendar year 2011 or tax year beginning

07/01, 2011, and ending

06/30, 2012

Name of foundation

DINGES MEMORIAL FUND 000519

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

133 W. JEFFERSON

City or town, state, and ZIP code

EFFINGHAM, IL 62401

G Check all that apply:

Initial return	Initial return of a former public charity
Final return	Amended return
Address change	Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 121,899. **J** Accounting method: Cash Accrual
 Other (specify) _____

(Part I, column (d) must be on cash basis.)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	1,178.	1,178.		
5a Gross rents				
b Net rental income or (loss)	490.			
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a	15,033.			
7 Capital gain net income (from Part IV, line 2)		490.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	1,668.	1,668.		
13 Compensation of officers, directors, trustees, etc.	2,500.	2,500.		
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT. 1	675.	NONE	NONE	675.
c Other professional fees (attach schedule)				
17 Interest				
18 (Takes attach schedule) (see instructions) STMT. 2	35.			
19 Depreciation (attach schedule) and depletion				
20/ Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT. 3	15.			15.
24 Total operating and administrative expenses				
Add lines 13 through 23	3,225.	2,500.	NONE	690.
25 Contributions, gifts, grants paid				
26 Total expenses and disbursements Add lines 24 and 25	3,225.	2,500.	NONE	690.
27 Subtract line 26 from line 12	-1,557.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		-0-		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2011)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments			
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ► *			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ►			
Less: accumulated depreciation ► (attach schedule)				
12 Investments - mortgage loans				
13 Investments - other (attach schedule)	103,464.	108,907.	115,899.	
14 Land, buildings, and equipment basis ►				
Less: accumulated depreciation ► (attach schedule)				
15 Other assets (describe ►)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	116,464.	114,907.	121,899.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)	116,464.	114,907.	
	Foundations that follow SFAS 117, check here ► and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► [X]			
27 Capital stock, trust principal, or current funds	116,464.	114,907.		
28 Paid-in or capital surplus, or land, bldg, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see instructions)	116,464.	114,907.		
31 Total liabilities and net assets/fund balances (see instructions)	116,464.	114,907.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	116,464.
2 Enter amount from Part I, line 27a	2	-1,557.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	114,907.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	114,907.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 15,000.		14,543.	457.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			457.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	490.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010			
2009			
2008			
2007			
2006			
2 Total of line 1, column (d)			2
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)	1	NONE
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . .			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2		
3	Add lines 1 and 2 . . .	3		NONE
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . .	5		NONE
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011 . . .	6a		
b	Exempt foreign organizations - tax withheld at source . . .	6b		NONE
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c		NONE
d	Backup withholding erroneously withheld . . .	6d		
7	Total credits and payments. Add lines 6a through 6d . . .	7		NONE
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . .	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . .	9		NONE
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . .	10		
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ►	11	Refunded	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . .	1a	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . .	1b		X
1c	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1c		X
2	Did the foundation file Form 1120-POL for this year? . . .	2		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:			
(1)	On the foundation ► \$ _____	(2)	On foundation managers. ► \$ _____	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . .	2		X
	<i>If "Yes," attach a detailed description of the activities.</i>			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . .	3		X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .	4a		X
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . .	5		X
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:	6		X
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . .			
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i> . . .	7		X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►			
IL				
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i> . . .	8b		X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . .	9		X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . .	10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address ► <u>N/A</u>			
14	The books are in care of ► <u>MIDLAND STATES BANK</u> Telephone no. ► <u>(217) 342-2141</u> Located at ► <u>133 W. JEFFERSON, EFFINGHAM, IL</u> ZIP + 4 ► <u>62401</u>	14	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u>	15	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to:				
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?			5b	
	Organizations relying on a current notice regarding disaster assistance check here				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes	<input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b	X
	If "Yes" to 6b, file Form 8870.				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 4		2,500.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ► NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services ►		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 NONE
Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1 EDUCATIONAL LOANS TO INDIVIDUAL STUDENTS

15,000.

All other program-related investments See instructions

3 NONE **Total. Add lines 1 through 3 ►**

15,000.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	113,506.
b Average of monthly cash balances	1b	18.
c Fair market value of all other assets (see instructions)	1c	NONE
d Total (add lines 1a, b, and c)	1d	113,524.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	NONE
3 Subtract line 2 from line 1d	3	113,524.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,703.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	111,821.
6 Minimum investment return. Enter 5% of line 5	6	5,591.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	5,591.
2a Tax on investment income for 2011 from Part VI, line 5	2a	NONE
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	NONE
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	5,591.
4 Recoveries of amounts treated as qualifying distributions	4	NONE
5 Add lines 3 and 4	5	5,591.
6 Deduction from distributable amount (see instructions)	6	NONE
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	5,591.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	690.
b Program-related investments - total from Part IX-B	1b	15,000.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	NONE
b Cash distribution test (attach the required schedule)	3b	NONE
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	15,690.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	15,690.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				5,591.
2 Undistributed income, if any, as of the end of 2011			NONE	
a Enter amount for 2010 only			NONE	
b Total for prior years: 20 ____ 20 ____ 20 ____		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	15,287.			
d From 2009	3,468.			
e From 2010	15,927.			
f Total of lines 3a through e	34,682.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 15,690.			NONE	
a Applied to 2010, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount			5,591.	
e Remaining amount distributed out of corpus	10,099.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	44,781.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	44,781.			
10 Analysis of line 9:				
a Excess from 2007	NONE			
b Excess from 2008	15,287.			
c Excess from 2009	3,468.			
d Excess from 2010	15,927.			
e Excess from 2011	10,099.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling				►																																		
b	Check box to indicate whether the foundation is a private operating foundation described in section					4942(j)(3) or	4942(j)(5)																																
2a	<table border="1"> <thead> <tr> <th>Tax year</th> <th colspan="3">Prior 3 years</th> <th rowspan="2">(e) Total</th> </tr> <tr> <th>(a) 2011</th> <th>(b) 2010</th> <th>(c) 2009</th> <th>(d) 2008</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>				Tax year	Prior 3 years			(e) Total	(a) 2011	(b) 2010	(c) 2009	(d) 2008																										
Tax year	Prior 3 years			(e) Total																																			
(a) 2011	(b) 2010	(c) 2009	(d) 2008																																				
b	85% of line 2a																																						
c	Qualifying distributions from Part XII, line 4 for each year listed																																						
d	Amounts included in line 2c not used directly for active conduct of exempt activities																																						
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c																																						
3	Complete 3a, b, or c for the alternative test relied upon																																						
a	"Assets" alternative test - enter																																						
(1)	Value of all assets																																						
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)																																						
b	"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed																																						
c	"Support" alternative test - enter																																						
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)																																						
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)																																						
(3)	Largest amount of support from an exempt organization																																						
(4)	Gross investment income																																						

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

SEE STATEMENT 5

b The form in which applications should be submitted and information and materials they should include:

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
Total				► 3a
<i>b Approved for future payment</i>				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

1 Program service revenue:

a _____
 b _____
 c _____
 d _____
 e _____
 f _____

g Fees and contracts from government agencies

2 Membership dues and assessments**3 Interest on savings and temporary cash investments****4 Dividends and interest from securities****5 Net rental income or (loss) from real estate:**

a Debt-financed property
 b Not debt-financed property

6 Net rental income or (loss) from personal property**7 Other investment income****8 Gain or (loss) from sales of assets other than inventory****9 Net income or (loss) from special events****10 Gross profit or (loss) from sales of inventory****11 Other revenue: a**

b _____
 c _____
 d _____
 e _____

12 Subtotal. Add columns (b), (d), and (e)**13 Total. Add line 12, columns (b), (d), and (e)**

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1)	Cash	1a(1)	X
(2)	Other assets	1a(2)	X
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

**Sign
Here**


Eni A. Wright
Signature of officer or trustee

10-15-2012

Date

Trust Officer

Title

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only	Print/Type preparer's name WESLEY HIRSCHBERG	Preparer's signature 	Date	Check <input type="checkbox"/> if self-employed	PTIN P00162244
	Firm's name ► THOMSON REUTERS (TAX & ACCOUNTING)	Firm's EIN ► 75-1297386			
	Firm's address ► ONE NORTH DEARBORN ST., 5TH FLOOR CHICAGO, IL 60602	Phone no. 312-873-6900			

For the Account of: **DINGES MEMORIAL FUND**

Account Number: 23 00 0519 4 04
Date: JULY 1, 2011 – JUNE 30, 2012



Portfolio Assets Detail

CASH

Description	Shares	Total Cost	Current Share Price	Current Mkt Value	% of Portfolio	Unrealized Gain/Loss	Est. Ann Income	Est. Ann Yield(%)
INCOME CASH		8.53		8.53	01			
PRINCIPAL CASH		26.53		26.53	02			
TOTAL CASH		35.06		35.06				

CASH EQUIVALENTS

Description	Shares	Total Cost	Current Share Price	Current Mkt Value	% of Portfolio	Unrealized Gain/Loss	Est. Ann Income	Est. Ann Yield(%)
MIDLAND STATES BANK MONEY MARKET	3,658 090	3 658.09	1 000	3 658.09	3.33	00	9.15	25
TOTAL CASH EQUIVALENTS		3,658.09		3,658.09	3.33	00	9.15	25

FIXED INCOME SECURITIES

Description	Shares	Total Cost	Current Share Price	Current Mkt Value	% of Portfolio	Unrealized Gain/Loss	Est. Ann Income	Est. Ann Yield(%)
MUTUAL FUNDS-TAXABLE								
PIMCO TOTAL RETURN FUND INSTITUTIONAL CL (PTTRX)	1,727 358	18,838.44	11.300	19 519.15	17.77	680.71	637.40	3.27
VANGUARD SHORT TERM BOND IDX SIGNAL (VBSSX)	750 979	7 736.95	10.630	7 982.91	7.27	245.96	140.43	1.76
TOTAL MUTUAL FUNDS-TAXABLE		26,575.39		27,502.06	25.04	926.67	777.83	2.83

MORTGAGES & NOTES

BECKER,LAUREN NOTE \$2000 SIGNED 8/10/10	2 000	2,000.00	1 000	2 000.00	1.82	00	00	00
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For the Account of, DINGES MEMORIAL FUND

Account Number: 23 00 0519 4 04
Date: JULY 1, 2011 – JUNE 30, 2012



Portfolio Assets Detail

FIXED INCOME SECURITIES

Description	Shares	Total Cost	Current Share Price	Current Mkt Value	% of Portfolio	Unrealized Gain/Loss	Est. Ann Income	Est. Ann Yield(%)
BRODKO ADAM NOTE \$1000 SIGNED 8/7/11	1,000	1 000 00	1 000	1 000 00	91	00	00	00
BRODKO ADAM NOTE \$2000 SIGNED 8/10/10	2 000	2,000 00	1 000	2 000 00	1 82	00	00	00
BRODKO,AMBER NOTE \$2500 SIGNED 8/1/08	2,500	2,500 00	1 000	2 500 00	2 28	00	00	00
BUCKLEY,LAUREL NOTE \$2500 SIGNED 08/11/08	2 500	2 500 00	1 000	2 500 00	2 28	00	00	00
BURKARDT,CASSIDY NOTE \$1500 SIGNED 8/19/11	1 500	1,500 00	1 000	1 500 00	1 37	00	00	00
CARDOT,EMILY NOTE \$1500 SIGNED 8/22/11	1 500	1 500 00	1 000	1 500 00	1 37	00	00	00
DIMMG SAMANTHA NOTE \$1000 SIGNED 08/10/2010	1 000	1,000 00	1 000	1 000 00	91	00	00	00
DIMMIG,SAMANTHA NOTE \$1500 SIGNED 08/21/2009	1 500	1 500 00	1 000	1 500 00	1 37	00	00	00
DIMMIG SAMANTHA NOTE \$2500 SIGNED 08/01/2008	2 500	2 500 00	1 000	2 500 00	2 28	00	00	00
DINGES,ASHLEY NOTE \$2000 SIGNED 8/10/10	2 000	2,000 00	1 000	2 000 00	1 82	00	00	00
GAHAN,ADAM NOTE \$1000 SIGNED 08/10/2010	1 000	1 000 00	1 000	1 000 00	91	00	00	00
GAHAN,ADAM NOTE \$1500 SIGNED 08/21/2009	1,500	1,500 00	1 000	1,500 00	1 37	00	00	00
GAHAN MIKAL NOTE \$1000 SIGNED 08/10/2010	1,000	1 000 00	1 000	1,000 00	91	00	00	00

For the Account of: DINGES MEMORIAL FUND

Account Number: 23 00 0519 4 04
Date: JULY 1, 2011 - JUNE 30, 2012



Portfolio Assets Detail

FIXED INCOME SECURITIES

Description	Shares	Total Cost	Current Share Price	Current Mkt Value	% of Portfolio	Unrealized Gain/Loss	Est. Ann Income	Est. Ann Yield(%)
GAHAN MIKAL NOTE \$1500 SIGNED 08/21/2009	1 500	1 500 00	1 000	1 500 00	1 37	00	00	00
GAHAN,MIKAL NOTE \$2500 SIGNED 8/11/09	2,500	2 500 00	1 000	2,500 00	2 28	00	00	00
HANSON,CHAON NOTE \$1000 SIGNED 8/13/11	1,000	1,000 00	1 000	1,000 00	91	00	00	00
HANSON CHAON NOTE \$2000 SIGNED 8/2/10	2 000	2,000 00	1 000	2,000 00	1 82	00	00	00
HENKEL CHAD NOTE \$1000 SIGNED 8/9/11	1 000	1 000 00	1 000	1 000 00	91	00	00	00
HENKEL,CHAD NOTE \$2000 SIGNED 8/10/10	2 000	2,000 00	1 000	2,000 00	1 82	00	00	00
KLEIN KATHERINE NOTE \$2500 SIGNED 8/11/08	2 500	2,500 00	1 000	2,500 00	2 28	00	00	00
LAUER ANDREA NOTE \$2000 SIGNED 08/10/2010	1,616 220	1 616 22	1 000	1 616 22	1 47	00	32 32	2 00
LAUER,ASHLEA NOTE \$1500 SIGNED 8/5/11	1,500	1,500 00	1 000	1 500 00	1 37	00	00	00
LEFFELMAN,GARRETT NOTE \$7500 SIGNED 10/27/2007	5,011 990	5 011 99	1 000	5 011 99	4 56	00	100 24	2 00
LEFFELMAN MORGAN NOTE \$2000 SIGNED 8/7/10	2 000	2 000 00	1 000	2 000 00	1 82	00	00	00
LEFFELMAN,SPENCER NOTE \$1000 SIGNED 8/5/11	1,000	1,000 00	1 000	1,000 00	91	00	00	00
LEFFELMAN SPENCER NOTE \$2000 SIGNED 08/10/2010	2 000	2 000 00	1 000	2,000 00	1 82	00	00	00

For the Account of: **DINGES MEMORIAL FUND**

Account Number: **23 00 0519 4 04**
Date: **JULY 1, 2011 – JUNE 30, 2012**



Portfolio Assets Detail

FIXED INCOME SECURITIES

Description	Shares	Total Cost	Current Share Price	Current Mkt Value	% of Portfolio	Unrealized Gain/Loss	Est. Ann Income	Est. Ann Yield(%)
LEFFELMAN,TARA NOTE \$1500 SIGNED 08/19/2011	1 500	1 500 00	1 000	1,500 00	1 37	00	00	00
NOWLIN,ALLISSA NOTE \$2500 SIGNED 8/1/08	2,500	2,500 00	1 000	2 500 00	2 28	00	00	00
REEDER,BRENNAN NOTE \$1500 SIGNED 8/21/09	1,500	1 500 00	1 000	1 500 00	1 37	00	00	00
REEDER,BRENNAN NOTE \$2500 SIGNED 8/1/08	2,500	2,500 00	1 000	2 500 00	2 28	00	00	00
SCHMIDT BEN NOTE \$1000 SIGNED 08/19/2011	1,000	1 000 00	1 000	1 000 00	91	00	00	00
SCHMIDT BEN NOTE \$1500 SIGNED 08/21/2009	1 500	1,500 00	1 000	1 500 00	1 37	00	00	00
SCHMIDT KEAGAN NOTE \$1500 SIGNED 08/19/2011	1 500	1 500 00	1 000	1 500 00	1 37	00	00	00
SCHMIDT LOGAN NOTE \$1500 SIGNED 01/19/2010	1,500	1 500 00	1 000	1,500 00	1 37	00	00	00
SCHMIDT LOGAN NOTE \$7500 SIGNED 10/24/2007	7,500	7 500 00	1 000	7 500 00	6 83	00	00	00
SHANYFELT JESSICA NOTE \$2500 SIGNED 08/01/2008	1 510 110	1,510 11	1 000	1,510 11	1 37	00	30 20	2 00
STEPHENITCH MATT NOTE \$1000 SIGNED 08/19/2011	1,000	1,000 00	1 000	1 000 00	91	00	00	00
STEPHENITCH MATT NOTE \$2000 SIGNED 08/10/2010	2 000	2 000 00	1 000	2 000 00	1 82	00	00	00
VAESSEN REBECCA NOTE \$1500 SIGNED 08/19/2011	1,500	1 500 00	1 000	1,500 00	1 37	00	00	00

For the Account of: **DINGES MEMORIAL FUND**

Account Number: **23 00 0519 4 04**
Date: **JULY 1, 2011 – JUNE 30, 2012**



Portfolio Assets Detail

FIXED INCOME SECURITIES

Description	Shares	Total Cost	Current Share Price	Current Mkt Value	% of Portfolio	Unrealized Gain/Loss	Est. Ann Income	Est. Ann Yield(%)
ZINKE, DEREK NOTE \$2500 SIGNED 08/01/2008	2,500	2 500 00	1 000	2 500 00	2 28	00	00	00
TOTAL MORTGAGES & NOTES		78,638.32		78,638.32	71 60	00	162.76	21
TOTAL FIXED INCOME SECURITIES		105,213.71		106,140.38	96 64	926.67	940.59	89
TOTAL ASSETS				109,833.53	100 00	926.67	949.74	86
TOTAL ACCRUED INCOME					65.62			
TOTAL ACCOUNT		108,906.86			109,899.15			

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
10,000.00							33.	
			TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					
			899.281 PIMCO TOTAL RETURN FUND INSTITUT				02/19/2008	08/01/2011
			PROPERTY TYPE: SECURITIES					
			9,730.00				270.00	
5,000.00			468.165 VANGUARD SHORT TERM BOND IDX SIG				02/19/2008	08/01/2011
			PROPERTY TYPE: SECURITIES					
			4,813.00				187.00	
TOTAL GAIN(LOSS)							490.	
							=====	

DINGES MEMORIAL FUND 000519

77-6240518

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREP FEES	675.			675.
TOTALS	675.		NONE	675.

FORM 990PF, PART I - TAXES

DESCRIPTION

REVENUE
AND
EXPENSES
PER BOOKS

EXCISE TAX BALANCE DUE	35.
TOTALS	35.

DINGES MEMORIAL FUND 000519

77-6240518

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
IL ATTY GENERAL FILING FEE	15.	15.
TOTALS	15.	15.

15.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

MIDLAND STATE BANK

ADDRESS:

133 W. JEFFERSON
EFFINGHAM, IL 61110

TITLE:

TRUSTEE

COMPENSATION 2,500.

TOTAL COMPENSATION: 2,500.

=====

RECIPIENT NAME:

Donald Dinges

ADDRESS:

P.O. BOX 20

SUBLETTE, IL 61367

RECIPIENT'S PHONE NUMBER: 815-849-5242

FORM, INFORMATION AND MATERIALS:

Written application

SUBMISSION DEADLINES:

July 22

RESTRICTIONS OR LIMITATIONS ON AWARDS:

Loans to worthy students pursuing higher education, first consideration given to students who are members of our Lady of Perpetual Help Parish, Sublette, IL or Holy Cross Parish Mendota, IL.